

RESOLUTION

WHEREAS, the Port Authority of Allegheny County's (Authority) Board has, as permitted by Article II, Section 16 of the Authority's By-Laws, created four standing Board committees which consist of the Governance Committee, the Planning and Stakeholder Relations Committee, the Performance Oversight and Monitoring Committee, and the Financial Audit Committee; and

WHEREAS, the Board now desires to modify and expand the Board's standing committees; and

WHEREAS, pursuant to Article III, Section 3 of the Authority's By-Laws, the Chair of the Board previously created a temporary special purpose committee to address various technology issues pertaining to the Authority's fare system; and

WHEREAS, upon due consideration, the Board now desires to create a separate standing committee to oversee and address various technology changes, implementations and issues for the Authority, the Technology Committee.

NOW, THEREFORE, BE IT RESOLVED, a new standing committee, the Technology Committee, is hereby created to oversee the technology changes, implementation and issues for the Authority.

NOW, THEREFORE, BE IT FURTHER RESOLVED, that the five standing committees of the Board shall adhere to the amended committee descriptions that are set forth in Exhibit "A" attached hereto and the amended organizational chart for the Board and its standing committees is set forth in Exhibit "B" attached hereto.

EXHIBIT “A”

STANDING COMMITTEE FUNCTIONAL DESCRIPTIONS

GOVERNANCE COMMITTEE

Headed by the Board Chair and consisting of the Chairs of the other three standing Board committees and the Chief Executive Officer, the Governance Committee is responsible for the effective functioning of the Port Authority of Allegheny County's (Port Authority) Board and for the maintenance and development of the Board-Chief Executive Officer working relationship. In this capacity, it is accountable for:

- Coordinating the functioning of the Port Authority Board and its three other standing governing committees, and any ad hoc committees, keeping the Board Governing Mission updated, setting Board member performance standards, and monitoring Board member performance.
- Recommending revisions to the Port Authority Bylaws in the interest of strong governing and management of Port Authority affairs.
- Developing and keeping an updated profile of preferred Board member attributes and qualifications, and fashioning and executing strategies to promote the appointment of qualified candidates to fill Board vacancies.
- Developing and overseeing execution of a formal Board member capacity building program, including such elements as orientation of new members, continuing education and training, and a mentoring program pairing new Board members with senior Board members.
- Ensuring that the Chief Executive Officer position description is updated as necessary to reflect changing Port Authority needs, priorities, and circumstances.
- Annually negotiating Chief Executive Officer performance targets and annually or semi-annually evaluating the Chief Executive Officer's progress in achieving these targets.

PLANNING AND STAKEHOLDER RELATIONS COMMITTEE

The Planning and Stakeholder Relations Committee is accountable for developing and leading the Board's participation in all Port Authority short and long-range planning, including annual budget preparation, and for overseeing the development of Port Authority's financial resources. In addition, and as part of the planning and resource development process, this Committee shall have primary responsibility for engaging Port Authority's customer, elected officials, other

stakeholders and constituencies, and the general public. In this capacity, it is accountable for:

- Reaching agreement with the Chief Executive Officer on the detailed design of Port Authority's planning and budget development cycle, with special attention to the Board's role in planning, and on the annual planning calendar to ensure that the Board participates fully and proactively in the planning process.
- Overseeing preparation for, and hosting of, the periodic Board-Executive Team strategic planning work session to commence the annual planning cycle.
- Recommending to the full Board the strategic issues on which Port Authority's strategic planning should focus, and reviewing and recommending to the Board such critical planning products as updated values, vision, and mission statements, operational planning priorities, the annual budget, and other strategic and policy-level products that merit full Board attention. (Note that the annual budget is a major operational planning product and, therefore, falls under the Planning and Development Committee. CONTROL of the budget after it has been adopted is a FINANCE function falling under the Performance Oversight and Monitoring Committee.)
- Ensuring, as part of the annual operational planning/budget preparation process, that all program plans include both financial and operational performance targets that the Performance Oversight and Monitoring Committee can use in monitoring the operational and financial performance of all of Port Authority's programs and operating units.
- Overseeing the development and implementation of strategies to foster a positive public image for Port Authority, and for maintaining close, positive relationships between Port Authority and its customers and its key external stakeholders.
- Overseeing the development and implementation of governmental relations policies and strategies.
- Recommending positions on legislative issues to the full Board.
- Coordinating opportunities for Board members to speak on behalf of Port Authority in appropriate forums.
- Fashioning strategies and plans to enhance external communication.
- Fashioning strategies and plans to promote community involvement in Port Authority's planning, service development, and operations.

PERFORMANCE OVERSIGHT AND MONITORING COMMITTEE

The Performance Oversight and Monitoring Committee is responsible for overseeing Port Authority's operational and financial performance and for updating operational policies and systems. In this capacity, it is accountable for:

- Reaching agreement with the Chief Executive Officer on the key elements of the operational and financial reporting process, including the content, format, and frequency of performance reports to the Board, and overseeing implementation of the process.
- Reviewing performance reports in committee meetings and reporting operational and financial performance to the full Board.
- Reviewing operational policies meriting Board attention (such as policies to govern Port Authority's accounting system and practices), identifying the need for their revision, and recommending those policy revisions to the full Board.
- Presenting an overall assessment of the past year's fiscal and program performance.
- Overseeing the administration of customer satisfaction surveys, reviewing such surveys, and reporting survey results to the full Board as appropriate.
- Providing counsel to the Chief Executive Officer on major internal administrative system upgrades (e.g., a major MIS upgrade).

FINANCIAL AUDIT COMMITTEE

The Financial Audit Committee is responsible for overseeing Port Authority's external financial auditing process and reporting. In this capacity, it is accountable for:

- Overseeing the process of selecting an external financial audit firm for Port Authority.
- Reviewing external financial audit reports.
- Overseeing any necessary corrective actions resulting from the financial auditing process.
- Overseeing the confirmation of the accuracy of Port Authority's financial reporting and disclosures.

TECHNOLOGY COMMITTEE

The Technology Committee is responsible for overseeing the use and implementation of technology, technology changes and technology issues for Port Authority. In this capacity, it is accountable for:

- Analyzing and addressing the technology utilized by Port Authority and any changes or modifications to the technology.
- Making an overall assessment of Port Authority's technology and technology needs.
- Reviewing and considering new technology that Port Authority may want to procure and use for its operations.
- Discussing and determining with the Chief Executive Officer the key elements of the technology reporting process, and overseeing the implementation of the process.
- Reviewing technology performance reports in committee meetings and reporting the performance to the full Board.
- Providing counsel to the Chief Executive Officer on technology changes and upgrades.
- Recommending to the full Board technology and technology changes and modifications for planning and procurement.

EXHIBIT “B”

STANDING COMMITTEES ORGANIZATION CHART

